



RECORDATION NO. 19283-D FILED

OCT 10 '03

1-00 PM

The David J. Joseph Company

**SURFACE TRANSPORTATION BOARD**

October 9, 2003

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20006-0001

Dear Mr. Williams:

Please find enclosed, two (2) originals the Memorandum of Assignment and Assumption Agreement dated as of September 18, 2003, between the following parties:

Assignee:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202
Assignor:	Fifth Third Leasing Company 38 Fountain Square, MD 10904A Cincinnati, OH 45263

Please see Schedule I attached hereto for the equipment, (117) railcars, involved in this transaction.

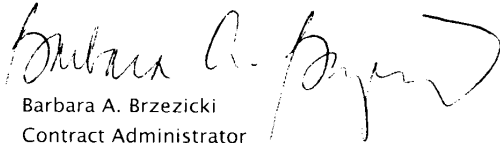
This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated September 18, 2003 related to one hundred seventeen (117) railcars bearing reporting marks WVCX 2000-2119, sporadic.

Please file this as a secondary document under the Recordation Number 19283-D, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 19283-19283-A.

The filing fee for this document in the amount of \$30.00, is included in the enclosed check. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 621-8770, ext. 4137.

Sincerely,

  
Barbara A. Brzezicki  
Contract Administrator

Enclosures

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**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of September 18, 2003 by and between **THE DAVID J. JOSEPH COMPANY (f/k/a JOSEPH TRANSPORTATION SERVICES, INC.)**, a Delaware Corporation ("Assignee") and **FIFTH THIRD LEASING COMPANY** an Ohio corporation ("Assignor").

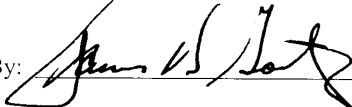
**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated February 7, 1995 between Assignee, as Lessor, and the Westvaco Company, as Lessee, and subsequently assigned to Assignor under that certain Purchase & Sale Agreement dated February 28<sup>th</sup>, 1995, for one hundred seventeen (117) railcars (originally one hundred twenty (120)) bearing the railroad reporting markings set forth on Schedule I.

2. This Memorandum of Assignment Agreement shall be effective as of September 30, 2003.

**IN WITNESS WHEREOF**, Assignee and Assignor hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, but shall be effective as of September 30, 2003.

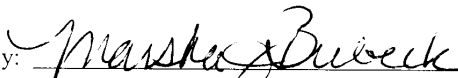
**THE DAVID J. JOSEPH COMPANY**

By: 

Name: James H. Goetz

Title: Executive Vice President / CFO

**FIFTH THIRD LEASING COMPANY**

By: 

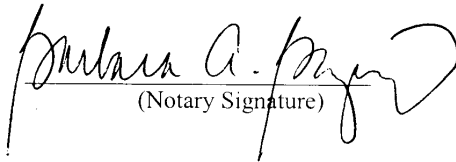
Name: MARSHA J. EUSECK, APT

Title: \_\_\_\_\_

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON)

On this 18<sup>th</sup> day of September, 2003, before me the subscriber, Barbara A. Brzezicki, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President and Chief Financial Officer of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 18<sup>th</sup> day of September 2003.

  
(Notary Signature)

My commission expires:

February 20, 2006

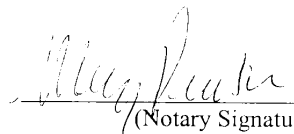


BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

STATE OF )  
 ) SS:  
COUNTY OF )

On this 26 day of September, 2003, before me the subscriber, Melody Price-Yonts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named BY MARSHA J. BUBECK, AVP, to me personally known, who stated and acknowledged that he/she is the Officer of Fifth Third Leasing Company, an Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26 day of September, 2003.

  
(Notary Signature)

**MELODY PRICE-YONTS**  
Notary Public, State of Ohio  
My Commission Expires Jun. 15, 2004

My commission expires:

June 15, 2004

**SCHEDULE I**  
**TO**  
**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**DESCRIPTION OF CARS:**

One hundred seventeen (117), railcars bearing reporting marks:

WVCX 2000 – WVCX 2043, INCLUSIVE  
WVCX 2045 – WVCX 2063, INCLUSIVE  
WVCX 2065 – WVCX 2102, INCLUSIVE  
WVCX 2104 – WVCX 2119, INCLUSIVE

**LEASE:**     Dated February 7, 1995 between The David J. Joseph Company and Westvaco Corporation.